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RECORDATION NO. 23634-B FILED

DEC 27 '01 4:17 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

December 27, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Specification of Assigned Lease Schedule, a secondary document, dated as of December 20, 2001. The primary document to which this is connected is recorded under Recordation No. 23634. We request that one copy of this document be recorded under Recordation No. 23634-B.

The names and addresses of the parties to the Memorandum of Assignment and Specification of Assigned Lease Schedule are:

Assignor:

The Vaughn Group, Inc.  
8250 Beckett Park Drive  
Hamilton OH 45236

Assignee:

BNY Capital Resources Corporation  
8400 East Prentice Avenue  
Englewood CO 80111

A description of the equipment covered by the Memorandum of Assignment and Specification of Assigned Lease Schedule consists of 120 open top hopper cars in the Attachment.

BALL JANIK LLP

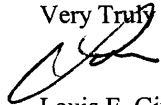
Honorable Vernon A. Williams  
December 27, 2001  
Page 2

A fee of \$28.00 is enclosed. Please return two originals of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: a Memorandum of Assignment and Specification of Assigned Lease Schedule between The Vaughn Group, Inc., 8250 Beckett Park Drive, Hamilton OH 45236, and BNY Capital Resources Corporation, 8400 East Prentice Avenue, Englewood CO 80111, covering 120 open top hopper cars in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND SPECIFICATION  
OF ASSIGNED LEASE SCHEDULE**

Memorandum of Assignment and Specification of Assigned Lease Schedule dated as of December 20, 2001 by and between The Vaughn Group, Inc. ("Vaughn") and BNY Capital Resources Corporation ("BNY").

**WITNESSETH:**

1. Vaughn, as Lessor, has entered into that certain Lease Schedule No. 001 to Master Lease Agreement No. 228 dated August 29, 2001 (the "Lease"), with PSI Energy, Inc., as Lessee, with respect to railroad equipment set forth on Exhibit A attached hereto.
2. The Lease was duly filed and recorded with the Surface Transportation Board pursuant to, and in compliance with, the provisions of 49 U.S.C. Section 11301(a) and the regulations thereunder on August 31, 2001 at 3:01p.m., and was assigned Recordation Number 23634.
3. Vaughn has agreed to sell and assign to BNY and BNY has agreed to accept from Vaughn the Lease and the railroad equipment subject to the Lease.
4. This Memorandum of Assignment and Specification of Assigned Lease Schedule may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute an instrument.

*{Remainder of the page intentionally left blank. Signature pages follow.}*

IN WITNESS WHEREOF, this Memorandum is duly executed this 20<sup>th</sup> day of December, 2001.

**THE VAUGHN GROUP, INC.**

By: *John V. Handelsman*

Name: **John V. Handelsman**  
**President and CEO**

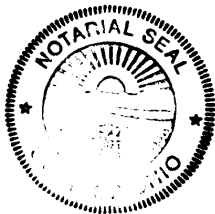
Title: \_\_\_\_\_

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF BUTLER            )

On this 20<sup>th</sup> day of December 2001, before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Kathy J. Voegle*  
Notary Public

My commission expires:



KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
COMMISSION EXPIRES 08-16-05

IN WITNESS WHEREOF, this Memorandum is duly executed this 26th day of December, 2001.

**BNY CAPITAL RESOURCES CORPORATION**

By: [Signature]

Name: THOMAS W. MCFADDEN

Title: VICE PRESIDENT

STATE OF Colorado )  
 ) SS:  
COUNTY OF Arapahoe )

On this 26<sup>th</sup> day of December 2001, before me personally appeared Thomas W. McFadden to me personally known, who being duly sworn, says that he/she is the Vice-President of BNY CAPITAL RESOURCES CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public

My commission expires:

**My Commission Expires 07-30-2005**

**EXHIBIT A**  
**MEMORANDUM OF FIRST AMENDMENT TO**  
**LEASE SCHEDULE NO. 001**  
**TO MASTER LEASE AGREEMENT NO. 228**  
**DATED DECEMBER 19, 2001**

One Hundred Fifteen (115) 1991 Bethlehem/Johnstown Aluminum, "Quick Dump" (rotary bottom dump operation), 100 ton Five Pocket with 3,800 cubic foot capacity (4,214 cubic foot capacity with 10" heap), Open Top, Hopper Railcars. Car Initial and Number as follows:

<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>
LERX 30817	LERX 30874	LERX 30912	LERX 30968	LERX 31007
LERX 30819	LERX 30875	LERX 30913	LERX 30969	LERX 31008
LERX 30823	LERX 30877	LERX 30917	LERX 30970	LERX 31011
LERX 30828	LERX 30878	LERX 30920	LERX 30971	LERX 31013
LERX 30829	LERX 30879	LERX 30921	LERX 30972	LERX 31017
LERX 30830	LERX 30884	LERX 30924	LERX 30973	LERX 31019
LERX 30834	LERX 30885	LERX 30925	LERX 30975	LERX 31020
LERX 30836	LERX 30890	LERX 30927	LERX 30977	LERX 31021
LERX 30842	LERX 30891	LERX 30928	LERX 30978	LERX 31024
LERX 30843	LERX 30892	LERX 30930	LERX 30979	LERX 31025
LERX 30844	LERX 30893	LERX 30932	LERX 30980	LERX 31026
LERX 30846	LERX 30894	LERX 30942	LERX 30981	LERX 31028
LERX 30847	LERX 30896	LERX 30945	LERX 30993	LERX 31029
LERX 30848	LERX 30897	LERX 30946	LERX 30994	LERX 31033
LERX 30849	LERX 30899	LERX 30949	LERX 30996	LERX 31034
LERX 30851	LERX 30902	LERX 30950	LERX 30997	LERX 31035
LERX 30855	LERX 30903	LERX 30953	LERX 30998	LERX 31036
LERX 30858	LERX 30904	LERX 30955	LERX 31000	LERX 31037
LERX 30859	LERX 30906	LERX 30958	LERX 31001	LERX 31038
LERX 30863	LERX 30908	LERX 30959	LERX 31002	LERX 31039
LERX 30865	LERX 30909	LERX 30961	LERX 31003	LERX 31040
LERX 30871	LERX 30910	LERX 30963	LERX 31005	LERX 31042
LERX 30872	LERX 30911	LERX 30967	LERX 31006	LERX 31044

Five (5) 1994 Bethlehem/Johnstown Aluminum, 100-ton Rotary Dump, 3,990 cubic foot capacity (4,404 cubic foot capacity with 10" heap), Open Top, Hopper Railcars. Car Initial and number as follows:

<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>	<u>Car Initial &amp; Number</u>
LERX 31285	LERX 31286	LERX 31287	LERX 31288	LERX 31289

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